



EXEMPTED Foundation Company Registered and
filed as No. 429607 On 17-Dec-2025

A handwritten signature in blue ink, likely of the Assistant Registrar, is positioned below the registration information.

Assistant Registrar

THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS APPLICABLE TO FOUNDATION COMPANIES

FOUNDATION COMPANY LIMITED BY GUARANTEE

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

Atlas Foundation



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Assistant Registrar

THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS APPLICABLE TO FOUNDATION COMPANIES

FOUNDATION COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

Atlas Foundation

1. The name of the Foundation is **Atlas Foundation**.
2. The Foundation is a company within the meaning of the Companies Act and a foundation company within the meaning of the Foundation Companies Act.
3. The registered office of the Foundation shall be at the business address of its secretary for the time being, located at Cayman Fiduciary Limited, Third Floor, Landmark Square, 64 Earth Close, PO Box 707 Camana Bay, Grand Cayman KY1-9006, Cayman Islands.
4. The objects for which the Foundation is established are
 - 4.1. to support, promote, and facilitate the development, operation, and long-term sustainability of a decentralised autonomous organisation (DAO) and its associated open-source software, virtual assets, protocols, and community, including by providing administrative, technical, governance, educational, and coordination support, in a manner consistent with decentralisation, transparency, and community-driven decision-making; and
 - 4.2. to act as a holding company and an investment company, with no restriction on the objects or operations of the Foundation or of any of its subsidiaries, portfolio companies or other participations, and with no limitation on the nature or type of investments the Foundation may make; and
 - 4.3. the carrying on of any other lawful business or activity incidental or conducive to the attainment of the foregoing objects.
5. The Foundation shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by section 27(2) of the Companies Act.
6. The Foundation may not carry on a business for which a licence is required under the laws of the



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Cayman Islands unless duly licensed.

7. No portion of the income or property of the Foundation from whatever place or source shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members, Directors or Supervisors of the Foundation, as such, apart from authorised remuneration for services to the Foundation.
8. The liability of each Member is limited.
9. The Foundation may cease to have Members.
10. Each person who is a Member undertakes to contribute to the assets of the Foundation in the event of the Foundation being wound up during the time that the person is a Member, or within one year afterwards, for payment of the debts and liabilities of the Foundation contracted before the time at which the person ceases to be a Member, and the cost, charges and expenses of the winding-up of the Foundation, and for the adjustments of the rights of the contributories amongst themselves, such amounts as may be required, not exceeding the sum of Euro 1.00.
11. If on the winding-up or dissolution of the Foundation there remain surplus assets after the satisfaction of its debts and liabilities, the same shall be applied or distributed under the Articles and, subject thereto, shall be paid, transferred or applied to or towards the Beneficiaries. If the Foundation has not designated a Beneficiary, the aforementioned surplus assets shall be applied or distributed under the Articles and, subject thereto, shall be paid, transferred or applied to or towards Organizations with similar purposes to those of the Foundation, Charities or Charitable Purposes as shall be decided by Ordinary Resolution of the Foundation.
12. This Memorandum and the Articles may be altered by Special Resolution, except that neither clause 7 nor clause 11 of this Memorandum may be altered, and no other alteration may be made which is in any way inconsistent with clause 7 or clause 11.
13. Capitalised terms that are not defined in this Memorandum of Association have the same meaning as those given in the Articles of Association of the Foundation.



The undersigned, whose name, address and description is subscribed, is desirous of being formed into a foundation company in pursuance of this Memorandum of Association.

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**NAME, ADDRESS AND DESCRIPTION
OF SUBSCRIBERS**

Cayman Fiduciary Limited

Third Floor, Landmark Square, 64 Earth Close

PO Box 707 Camana Bay

Grand Cayman KY1-9006

Cayman Islands

Signature of Witness

Name: Marissa Ebanks
Address: PO Box 707 CB
Grand Cayman KY1-9006
Cayman Islands

Occupation: Senior Operations Officer

**Robin Garnham
Cayman Fiduciary Limited
Subscriber**

Dated: 17th December 2025